

1197/28
MANUALLY SIGNED

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the currently valid OMB control number.



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
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FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED

OCT 09 2002

**THOMSON
FINANCIAL**

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

\$1,500,000 10% Subordinated Convertible Debentures
With 30% Common Stock or Series A Preferred Stock Warrants @ \$.001 per Share

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [x] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Felton International, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)

8210 Marshall Drive, Lenexa, Kansas 66214

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)
(if different from Executive Offices)

Same

Brief Description of Business

Developing and commercializing needle-free jet injection devices for animal and human applications

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [09] [2000] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [K] [S]

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.
-

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Alan F. Felton

Business or Residence Address (Number and Street, City, State, Zip Code)
8210 Marshall Dr., Lenexa, KS 66214

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Pamela J. Felton

Business or Residence Address (Number and Street, City, State, Zip Code)
8210 Marshall Dr., Lenexa, KS 66214

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
James R. Smith

Business or Residence Address (Number and Street, City, State, Zip Code)
8210 Marshall Dr., Lenexa, KS 66214

Full Name (Last name first, if individual)
MidCap Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
768 Lincoln Avenue, Winnetka, IL 60093

Name of Associated Broker or Dealer
Not applicable

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[xCA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[xIL]	[IN]	[IA]	[xKS]	[xKY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[xMO]
[MT]	[NE]	[NV]	[NH]	[xNJ]	[NM]	[xNY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$-0-
Printing and Engraving Costs	<input type="checkbox"/>	\$-0-
Legal Fees	<input checked="" type="checkbox"/>	\$30,000
Accounting Fees	<input type="checkbox"/>	\$-0-
Engineering Fees	<input type="checkbox"/>	\$-0-
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$-0-
Other Expenses (identify) finders' fees	<input checked="" type="checkbox"/>	\$75,000
Total	<input type="checkbox"/>	\$105,000

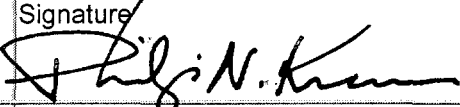
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$1,395,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$150,000	<input checked="" type="checkbox"/> \$129,000
Purchase of real estate	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Repayment of indebtedness	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Working capital	<input type="checkbox"/> \$-0-	<input checked="" type="checkbox"/> \$1,116,000
Other (specify):	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
.....	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
.....	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Column Totals	<input type="checkbox"/> \$-0-	<input type="checkbox"/> \$-0-
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$1,395,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Felton International, Inc.		September 30, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Philip N. Krause	Vice President, General Counsel	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)